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EXECUTIVE SECRETARIAT

October 26, 2001

Richard Collier, Esq.
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Via Facsimile: 741-5015

**Re: *Complaint of Access Integrated Network, Inc. Against
BellSouth Telecommunications, Inc.***
Docket No. 01-00808

**Re: *Complaint of XO Tennessee, Inc. Against BellSouth
Telecommunications, Inc.***
Docket No. 01-00868

Dear Richard:

My clients, Access Integrated Network, Inc. ("AIN") and XO Tennessee, Inc. ("XO") have reviewed the proposed protective orders filed by BellSouth Telecommunications, Inc. ("BellSouth") in the above-captioned matters. We believe the proposed orders should be amended so that any proprietary information produced in these dockets concerning BellSouth's illegal marketing efforts may be made available to other, appropriate state and federal agencies, subject to the confidentiality rules of those other agencies.¹ If the proposed protective orders are amended to permit the parties to file such information with other state and federal agencies who may also be investigating BellSouth's marketing practices or other allegations of anti-competitive conduct, AIN and XO have no objection to entry of the proposed orders.

I would like to draw your attention to a similar motion and proposed protective order filed in the OSS Compliance Investigation docket. See footnote 1, *supra*. The proposed order approved in that case permits a party to file in any "related" state or federal proceeding confidential information obtained in Tennessee.² In these complaint cases, a "related" proceeding would be any state or federal docket in which BellSouth's marketing practices are at issue or in which information about anti-competitive conduct by BellSouth would be relevant evidence.

¹ As you know, a similar motion to amend the standard TRA protective order was recently granted by Hearing Officer Greer in Docket 01-00362 (The "OSS compliance Investigation"). Like the OSS docket, these complaints apparently involve multi-state conduct by BellSouth.


² See footnote 1 of the Proposed Protective Order in docket 01-00362.

Richard Collier, Esq.
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Sincerely,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Henry Walker

HW/nl
c: Guy Hicks
Tim Phillips